

Exhibit 2

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**ORDER GRANTING THE DEBTORS' OBJECTION TO PROOF OF
CLAIM NO. 1154 FILED BY KENNETH J. MALINOWSKI / NSEA**

Upon the objection (the "Objection")¹ to Proof of Claim No. 1154 filed by Kenneth J. Malinowski filed by Residential Capital, LLC and its affiliated debtors in the above-captioned Chapter 11 Cases, as debtors and debtor-in-possession, seeking entry of an order, pursuant to section 502(b) of the Bankruptcy Code and Rule 3007(d) of the Bankruptcy Rules, disallowing and expunging the Claim on the grounds that it lacks sufficient documentation in support of the alleged claim against the Debtors, is not a liability of the Debtors, and fails to state a basis for liability against the Debtors, all as more fully described in the Objection; and due and proper notice of the Objection having been provided; and it appearing that no other or further notice need be provided; and the Court having reviewed the Objection, and having found and determined that the relief sought in the Objection is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore,

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Objection.

IT IS HEREBY ORDERED THAT:

1. The Objection is **SUSTAINED** and the relief requested in the Objection is granted to the extent provided therein.
2. Pursuant to section 502(b) of the Bankruptcy Code, the Claim is hereby disallowed and expunged in their entirety with prejudice from the Debtors' claims register.
3. If the relief requested in the Objection is not granted herein as to any particular claim included in the Claim, the Debtors may object to such claim in the future on any basis other than the bases set forth in the Objection.
4. The disallowance and expungement of the Claim does not constitute any admission or finding with respect to any other claims, and the Debtors' right to object to any other claims on any basis is hereby preserved.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon entry of the Order.
7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: August __, 2013
New York, New York

UNITED STATES BANKRUPTCY JUDGE